ALESIO STEVEN W
Form 4
February 17, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ALESIO STEVEN W

(Last) (First) (Middle)

103 JFK PARKWAY

(Street)

SHORT HILLS, NJ 07078

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
DUN & BRADSTREET CORP/NW [DNB]

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/12/2009		M		43,200	A	$ 36.16	191,656	D	
Common Stock	02/12/2009		S		27,979	D	$ 77.07 (1)	163,677	D	
Common Stock	02/12/2009		S		15,221	D	$ 77.67 (2)	148,456	D	
Common Stock	02/13/2009		M		40,000	A	$ 34.605	188,456	D	
Common Stock	02/13/2009		S		37,300	D	$ 78.08 (3)	151,156	D	

Common Stock	02/13/2009		S		2,700	D	$ 78.66 (4)	148,456	D	
Common Stock	02/17/2009		M		6,800	A	$ 34.605	155,256	D	
Common Stock	02/17/2009		M		33,200	A	$ 34.165	188,456	D	
Common Stock	02/17/2009		S		33,681	D	$ 74.96 (5)	154,775	D	
Common Stock	02/17/2009		S		6,319	D	$ 75.74 (6)	148,456	D	
Common Stock								1,053.729 (7)	I	Held in 401(k)
Common Stock								3,365.15 (8)	I	Held in ESPP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option - right to buy	$ 36.16	02/12/2009		M			43,200	12/19/2004 (9)	12/19/2011	Common Stock
Non-Qualified Stock Option - right to buy	$ 34.605	02/13/2009		M			40,000	06/19/2005 (9)	06/19/2012	Common Stock
Non-Qualified Stock Option - right to buy	$ 34.605	02/17/2009		M			6,800	06/19/2005 (9)	06/19/2012	Common Stock
Non-Qualified Stock Option -	$ 34.165	02/17/2009		M			33,200	02/12/2006 (9)	02/12/2013	Common Stock

right to buy

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALESIO STEVEN W 103 JFK PARKWAY SHORT HILLS, NJ 07078	X		Chairman and CEO	

Signatures

/s/ Steven W. Alesio	02/17/2009
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents the weighted average sales price. Actual prices ranged from $76.50 to $77.4975. Upon request from the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.

(2) Represents the weighted average sales price. Actual prices ranged from $77.51 to $77.6832. Upon request from the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.

(3) Represents the weighted average sales price. Actual prices ranged from $77.54 to $78.53. Upon request from the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.

(4) Represents the weighted average sales price. Actual prices ranged from $78.58 to $78.77. Upon request from the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.

(5) Represents the weighted average sales price. Actual prices ranged from $74.49 to $75.46. Upon request from the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.

(6) Represents the weighted average sales price. Actual prices ranged from $75.49 to $76.13. Upon request from the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.

(7) Held in the issuer's 401(k) plan as of 2/15/09.

(8) Held in the issuer's Employee Stock Purchase Plan (ESPP) as of 2/10/09.

(9) One-third of the option vested each year beginning on the date indicated.

Remarks:

The 2/13/09 and 2/17/09 transactions were executed pursuant to a 10b5-1 trading plan entered into by the reporting person on